application was filed, had possession of the claimed invention. In particular, the Office Action states that "No support in the instant specification or the originally filed claims could be found for the R^3 variables representing a 'heteroalkyl substituted with a heteroaryl or heterocycyl' group [in claims 1, 2, 16, and 17]."

Claim 17 has been cancelled, and Claims 1, 2, 16 have been amended by deleting a limitation of R^3 being heteroalkyl substituted with a heteroaryl or heterocycyl group, thereby rendering this rejection moot.

§112, second paragraph

Claims 16, 17, and 19-24 are rejected under 35 U.S.C. §112, second paragraph, as allegedly being indefinite for failing to particularly point out and distinctly claim the subject mater which applicant regards as the invention.

Claim 17 has been cancelled and Claims 16 and 19-24 have been amended obviating this rejection.

Rejection under 35 U.S.C. §103(a)

Claims 1-7, 12, and 32 are rejected under 35 U.S.C. §103(a) as allegedly being unpatenable over the Faraci reference (WO 94/13643).

As discussed in detail below, the generic compound disclosed in the Faraci reference does **NOT** encompass the compounds of the present invention; therefore, the rejection of claims under 35 U.S.C. §103(a) is improper and should be withdrawn.

The Faraci reference discusses compounds of formula I (see page 1, lines 25-30) with R^3 substituents that is:

> ...phenyl, naphthyl, thienyl, benzothienyl, pyridyl, quinolyl, pyrazinolyl, pyrimidyl, imidazolyl, furanyl, benzofuranyl, benzothiazolyl, isothiazolyl, benzoisothiazolyl, thiazolyl, isoxazolyl, benzisoxazolyl, benzimidazolyl, triazolyl, pyrazolyl, pyrrolyl, indolyl, azaindolyl, benzoxazolyl, oxazolyl, pyrrolidinyl, thiazolidinyl, morpholinyl, pyridinyl, tetrazolyl, or 9 to 12 membered bicycloalkyl, optionally containing one to three of O, S or N-Z wherein Z is hydrogen, C_1-C_4 alkyl, C_1-C_4 alkanoyl, phenyl or phenylmethyl, wherein each one of the above groups may be substituted independently by from one to three of fluoro, chloro, bromo, C_1-C_6 alkyl, C_1-C_6 alkoxy, or trifluoromethyl, or one of cyano, nitro, amino, $NH(C_1$-C_6 alkyl), $N(C_1$-C_4 alkyl)$(C_1$-C_2 alkyl), $COO(C_1$-C_4 alkyl), $CO(C_1$-C_4 alkyl),

> $SO_2NH(C_1\text{-}C_4$ alkyl), $SO_2N(C_1\text{-}C_4$ alkyl)$(C_1\text{-}C_2$ alkyl), SO_2NH_2, $NHSO_2(C_1\text{-}C_4$ alkyl), $S(C_1\text{-}C_6$ alkyl), $SO_2(C_1\text{-}C_6$ alkyl), wherein alkyl and $C_1\text{-}C_6$ alkyl may be substituted by one or two of fluoro, chloro, hydroxy, amino, methylamino, dimethylamino or acetyl[.]

Page 2, lines 12-24. Therefore, the possible substituents for where R_3 is phenyl in the Faraci reference are limited to:

> ...one to three of fluoro, chloro, bromo, $C_1\text{-}C_6$ alkyl, $C_1\text{-}C_6$ alkoxy, or trifluoromethyl, or one of cyano, nitro, amino, $NH(C_1\text{-}C_6$ alkyl), $N(C_1\text{-}C_4$ alkyl)$(C_1\text{-}C_2$ alkyl), $COO(C_1\text{-}C_4$ alkyl), $CO(C_1\text{-}C_4$ alkyl), $SO_2NH(C_1\text{-}C_4$ alkyl), $SO_2N(C_1\text{-}C_4$ alkyl)$(C_1\text{-}C_2$ alkyl), SO_2NH_2, $NHSO_2(C_1\text{-}C_4$ alkyl), $S(C_1\text{-}C_6$ alkyl), $SO_2(C_1\text{-}C_6$ alkyl), wherein alkyl and $C_1\text{-}C_6$ alkyl may be substituted by one or two of fluoro, chloro, hydroxy, amino, methylamino, dimethylamino or acetyl[.]

Page 2, lines 19-24.

In contrast, the possible substituents (i.e., R^3) for aryl group "A" of the present invention are:

(a) optionally substituted heterocyclyl;

(b) optionally substituted aryl or heteroaryl;

(c) heteroalkenyl;

(d) heteroalkynyl;

(e) optionally substituted heterocyclylalkyl;

(f) optionally substituted heterocyclylalkenyl;

(g) optionally substituted heterocyclylalkynyl;

(h) optionally substituted heterocyclylalkoxy, cyclyloxy or heterocyclyloxy;

(i) optionally substituted heterocyclylalkylamino;

(j) optionally substituted heterocyclylalkylcarbonyl;

(k) -Y-(alkylene)-R^9 where:

Y is a single bond, -O-, -NH- or $-S(O)_n-$ (where n is an integer from 0 to 2); and

R^9 is cyano, optionally substituted heteroaryl, -COOH, $-COR^{10}$, $-COOR^{11}$, $-CONR^{12}R^{13}$, $-SO_2R^{14}$, $-SO_2NR^{15}R^{16}$, $-NHSO_2R^{17}$ or $-NHSO_2NR^{18}R^{19}$, where R^{10}

is optionally substituted heterocycle, R^{11} is alkyl, and R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{17}, R^{18} and R^{19} are, independently of each other, hydrogen, alkyl or heteroalkyl;

(l) $-C(=NR^{20})(NR^{21}R^{22})$ where R^{20}, R^{21} and R^{22} independently represent hydrogen, alkyl or hydroxy, or R^{20} and R^{21} together are $-(CH_2)_n-$ where n is 2 or 3 and R^{22} is hydrogen or alkyl;

(m) $-NHC(X)NR^{23}R^{24}$ where X is -O- or -S-, and R^{23} and R^{24} are, independently of each other, hydrogen, alkyl or heteroalkyl;

(n) $-CONR^{25}R^{26}$ where R^{25} and R^{26} independently represent hydrogen, alkyl, heteroalkyl or optionally substituted heterocyclylalkyl, or R^{25} and R^{26} together with the nitrogen to which they are attached form an optionally substituted heterocyclyl ring;

(o) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;

(p) arylaminoalkylene or heteroarylaminoalkylene;

(q) Z-alkylene-$NR^{30}R^{31}$ or Z-alkylene-OR^{32} where Z is -O-, and R^{30}, $R^{31}$and R^{32} are independently of each other, hydrogen, alkyl or heteroalkyl;

(r) $-OC(O)$-alkylene-CO_2H or -OC(O)-NR'R" (where R' and R" are independently hydrogen or alkyl); and

(s) heteroarylalkenylene or heteroarylalkynylene.

The differences between the substituents R^3 of the present invention and the substituents on the phenyl ring R_3 of the Faraci reference are shown in the substituent comparison Table below.

Substituent Comparison Table

Possible R_3 Substituent(s) on the Phenyl group of the Faraci reference[1]	Substituent R^3 on the Aryl group "A" of the present invention
one to three of	
fluoro, chloro, bromo,	No halide is claimed. Therefore, there is no overlap with the compounds discussed in the Faraci reference.
C_1-C_6 alkyl, C_1-C_6 alkoxy, or trifluoromethyl,	No alkyl, alkoxy, or trifluoromethyl is claimed. Alkyl groups of R^3 in the present invention are substituted with optionally substituted heterocyclyl (see (f) above), cycloalkyl (see (p) above), etc. Therefore, there is no

	overlap with the compounds discussed in the Faraci reference.
or one of cyano,	In the present invention, cyano group is present in -Y-(alkylene)-R^9 form where: Y is a single bond, -O-, -NH- or -$S(O)_n$- (where n is an integer from 0 to 2); and R^9 is cyano.... Therefore, a simple cyano group on the aryl group is NOT claimed in the present invention, i.e., unlike the compounds discussed in the Faraci reference, when the cyano group is present in the present invention, an alkylene chain between the cyano group and the aryl group is also present. Therefore, there is no overlap with the compounds discussed in the Faraci reference.
nitro,	No nitro group is claimed. Therefore, there is no overlap with the compounds discussed in the Faraci reference.
amino,	No amino group is claimed. Therefore, there is no overlap with the compounds discussed in the Faraci reference.
$NH(C_1$-C_6 alkyl), $N(C_1$-C_4 alkyl)(C_1-C_2 alkyl),	No alkyl amino or dialklyl amino group is claimed. Some of the amino groups claimed in the present invention are non-alkyl or non-dialkyl amino groups such as optionally substituted heterocyclylalkylamino (see (i) above). Therefore, there is no overlap with the compounds discussed in the Faraci reference.
$COO(C_1$-C_4 alkyl),	This type of substituent is not claimed in the present invention. Therefore, there is no overlap with the compounds discussed in the Faraci reference.
$CO(C_1$-C_4 alkyl),	Alkyl carbonyl substituent is not claimed in the present invention. R^3 of the present invention include heterocyclylalkylcarbonyl (see (j) above); therefore, unlike the compounds in the Faraci reference, the alkyl group in this carbonyl group is substituted with heterocyclyl group. Therefore, there is no overlap with the compounds discussed in the Faraci reference.
$SO_2NH(C_1$-C_4 alkyl), $SO_2N(C_1$-C_4 alkyl)(C_1-C_2 alkyl), SO_2NH_2,	This type of substituent is not claimed in the present invention. Therefore, there is no overlap with the compounds discussed in the Faraci reference.
$NHSO_2(C_1$-C_4 alkyl),	This type of substituent is not claimed in the present invention. Therefore, there is no overlap with the compounds discussed in the Faraci reference.
$S(C_1$-C_6 alkyl), $SO_2(C_1$-C_6 alkyl),	This type of substituent is not claimed in the present invention. Therefore, there is no overlap with the compounds discussed in the Faraci reference.
wherein alkyl and C_1-C_6	Even with this expanded definition of the C_1-C_6 alkyl in

alkyl may be substituted by one or two of fluoro, chloro, hydroxy, amino, methylamino, dimethylamino or acetyl[.]	the Faraci reference, there is no overlap between the compounds of the present invention and the compounds discussed in the Faraci reference.

1. See page 2, lines 19-24 of the Faraci reference.

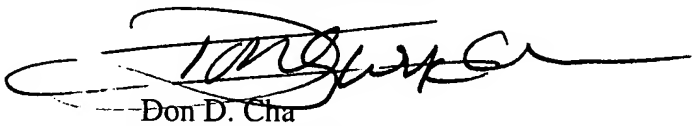
As shown in the substituent comparison Table above, none of the R^3 substituents of the present invention overlaps with the generic concept disclosed in the Faraci reference. Accordingly, Applicants request that all the rejections under 35 U.S.C. §103(a) be withdrawn.

CONCLUSION

In view of the foregoing, Applicants believe all claims now pending in this Application are in condition for allowance. The issuance of a formal Notice of Allowance at an early date is respectfully requested.

If the Examiner believes a telephone conference would expedite prosecution of this application, please telephone the undersigned at 303-571-4000.

Respectfully submitted,



Don D. Cha
Reg. No. 40,945

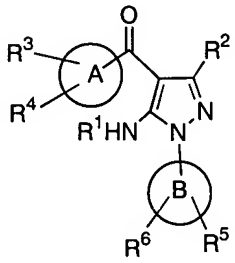
TOWNSEND and TOWNSEND and CREW LLP
Two Embarcadero Center, 8th Floor
San Francisco, California 94111-3834
Tel: (303) 571-4000
Fax: (3035) 571-4321
DDC:bhr
DE 7075321 v2

APPENDIX A
VERSION WITH MARKINGS TO SHOW CHANGES MADE

Claim 17 has been cancelled.

Claims 1, 2, 16, and 19-23 have been amended as follows.

1. (Amended Herein) A compound selected from the group of compounds represented by Formula (I):



(I)

wherein:

R^1 is hydrogen or acyl;

R^2 is hydrogen or alkyl;

A and B are simultaneously an aryl or a heteroaryl ring;

R^3 is selected from the group consisting of:

~~(c)~~ **(a)** optionally substituted heterocyclyl;

~~(d)~~ **(b)** optionally substituted aryl or heteroaryl;

~~(e) heteroalkyl substituted with a heteroaryl or heterocyclyl group;~~

~~(f)~~ **(c)** heteroalkenyl;

~~(g)~~ **(d)** heteroalkynyl;

~~(i) heteroalkylamino;~~

~~(j)~~ **(e)** optionally substituted heterocyclylalkyl;

~~(k)~~ **(f)** optionally substituted heterocyclylalkenyl;

~~(l)~~ **(g)** optionally substituted heterocyclylalkynyl;

~~(m)~~ (h) optionally substituted heterocyclylalkoxy, cyclyloxy or heterocyclyloxy;

~~(n)~~ (i) optionally substituted heterocyclylalkylamino;

~~(o)~~ (j) optionally substituted heterocyclylalkylcarbonyl;

~~(p) heteroalkylcarbonyl;~~

~~(s)~~ (k) -Y-(alkylene)-R^9 where:

Y is a single bond, -O-, -NH- or -$S(O)_n$- (where n is an integer from 0 to 2); and

R^9 is cyano, optionally substituted heteroaryl, -COOH, -COR^{10}, -$COOR^{11}$, -$CONR^{12}R^{13}$, -SO_2R^{14}, -$SO_2NR^{15}R^{16}$, -$NHSO_2R^{17}$ or -$NHSO_2NR^{18}R^{19}$, where R^{10} is ~~alkyl or~~ optionally substituted heterocycle, R^{11} is alkyl, and R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{17}, R^{18} and R^{19} are, independently of each other, hydrogen, alkyl or heteroalkyl;

~~(t)~~ (l) -$C(=NR^{20})(NR^{21}R^{22})$ where R^{20}, R^{21} and R^{22} independently represent hydrogen, alkyl or hydroxy, or R^{20} and R^{21} together are -$(CH_2)_n$- where n is 2 or 3 and R^{22} is hydrogen or alkyl;

~~(u)~~ (m) -$NHC(X)NR^{23}R^{24}$ where X is -O- or -S-, and R^{23} and R^{24} are, independently of each other, hydrogen, alkyl or heteroalkyl;

~~(v)~~ (n) -$CONR^{25}R^{26}$ where R^{25} and R^{26} independently represent hydrogen, alkyl, heteroalkyl or optionally substituted heterocyclylalkyl, or R^{25} and R^{26} together with the nitrogen to which they are attached form an optionally substituted heterocyclyl ring;

~~(x)~~ (o) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;

~~(y)~~ (p) arylaminoalkylene or heteroarylaminoalkylene;

~~(z)~~ (q) Z-alkylene-$NR^{30}R^{31}$ or Z-alkylene-OR^{32} where Z is ~~-NH-, -N(lower alkyl)- or~~ -O-, and R^{30}, $R^{31}$and R^{32} are independently of each other, hydrogen, alkyl or heteroalkyl;

~~(aa)~~ (r) -OC(O)-alkylene-CO_2H or -OC(O)-NR'R" (where R' and R" are independently hydrogen or alkyl); and

~~(bb)~~ (s) heteroarylalkenylene or heteroarylalkynylene;

R^4 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl;

(d) alkoxy; and

(e) hydroxy;

R^5 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl;

(d) haloalkyl;

(e) thioalkyl;

(f) hydroxy;

(g) amino;

(h) alkylamino;

(i) dialkylamino;

(j) heteroalkyl;

(k) optionally substituted heterocycle;

(l) optionally substituted heterocyclylalkyl;

(m) optionally substituted heterocyclylalkoxy;

(n) alkylsulfonyl;

(o) aminosulfonyl, mono-alkylaminosulfonyl or di-alkylaminosulfonyl;

(p) heteroalkoxy; and

(q) carboxy;

R^6 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl; and

(d) alkoxy; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

2. (Amended Herein) The compound of Claim 1 wherein R^3 is:

(a) optionally substituted heterocyclyl;

(b) aryl or heteroaryl both optionally substituted with a substituent selected from halo, alkyl, amino, alkoxy, carboxy, lower alkoxy carbonyl, SO_2R' (where R' is alkyl) or $SO_2NHR'R''$ (where R' and R" are independently hydrogen or alkyl);

~~(c) heteroalkyl substituted with a heteroaryl or heterocyclyl group;~~

~~(d)~~ (c) heteroalkenyl;

~~(e)~~ (d) heteroalkylamino;

~~(g)~~ (e) optionally substituted heterocyclylalkyl or heterocyclyloxy;

~~(h)~~ (f) optionally substituted heterocyclylalkenyl;

~~(i)~~ (g) optionally substituted heterocyclylalkynyl;

~~(j)~~ (h) optionally substituted heterocyclylalkoxy;

~~(k)~~ (i) optionally substituted heterocyclylalkylamino;

~~(l)~~ (j) optionally substituted heterocyclylalkylcarbonyl;

(k) -Y-(alkylene)-R^9 where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, $-CONR^{12}R^{13}$, SO_2R^{14}, $-SO_2NR^{15}R^{16}$ $-NHSO_2R^{17}$ or $-NHSO_2NR^{18}R^{19}$ where R^{12}, R^{13}, R^{14}, R^{15}, R^{16} R^{17}, R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl;

(l) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;

(m) arylaminoalkylene or heteroarylaminoalkylene; or

(n) Z-alkylene-$NR^{30}R^{31}$ where Z is ~~-NH-, -N(alkyl)- or~~ -O-, and R^{30} and R^{31} are independently of each other, hydrogen, alkyl or heteroalkyl.

16. (Amended Herein) The compound of Claim 5, wherein R^3 is:

(a) ~~heteroalkyl optionally substituted with a heteroaryl or heterocyclyl group;~~

~~(b) heteroalkoxy;~~

~~(c)~~ heteroalkylamino;

~~(d)~~ **(b)** optionally substituted heterocyclylalkyl;

~~(e)~~ **(c)** optionally substituted heterocyclylalkoxy;

~~(f)~~ **(d)** optionally substituted heterocyclylalkylamino;

~~(g)~~ **(e)** -Y-(alkylene)-R^9 where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, $-CONR^{12}R^{13}$, SO_2R^{14}, $-SO_2NR^{15}R^{16}$ - $NHSO_2R^{17}$ or $-NHSO_2NR^{18}R^{19}$ where R^{12}, R^{13}, R^{14}, R^{15}, R^{16} R^{17}, R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl; or

~~(h)~~ **(f)** Z-alkylene-$NR^{30}R^{31}$ where Z is ~~-NH-, -N(alkyl)- or~~ -O-, and R^{30} and R^{31} are independently of each other, hydrogen, alkyl or heteroalkyl.

19. (Amended Herein) The compound of Claim ~~18~~ **16**, wherein R^5 is 2-F and R^6 is 4-F.

20. (Amended Herein) The compound of Claim ~~18~~ **16**, wherein R^5 is 4-F and R^6 is hydrogen.

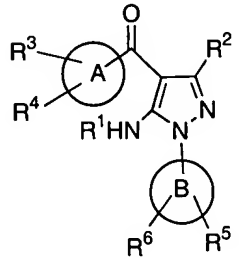
21. (Amended Herein) The compound of Claim ~~18~~ **16**, wherein R^5 is 2-Me and R^6 is hydrogen.

22. (Amended Herein) The compound of Claim 16, wherein R^3 is ~~heteroalkoxy or~~ heteroalkylamino.

23. (Amended Herein) The compound of Claim 22, wherein R^3 is at the 3-position and is selected from the group consisting of ~~**3-dimethylaminopropoxy, 2-dimethylaminoethoxy, 2-hydroxyethoxy, 2,3-dihydroxypropoxy,**~~ 2-dimethylaminoethylamino and 3-dimethylaminopropylamino.

APPENDIX B
PENDING CLAIMS

1. (Amended Herein) A compound selected from the group of compounds represented by Formula (I):



(I)

wherein:

R^1 is hydrogen or acyl;

R^2 is hydrogen or alkyl;

A and B are simultaneously an aryl or a heteroaryl ring;

R^3 is selected from the group consisting of:

(a) optionally substituted heterocyclyl;

(b) optionally substituted aryl or heteroaryl;

(c) heteroalkenyl;

(d) heteroalkynyl;

(e) optionally substituted heterocyclylalkyl;

(f) optionally substituted heterocyclylalkenyl;

(g) optionally substituted heterocyclylalkynyl;

(h) optionally substituted heterocyclylalkoxy, cyclyloxy or heterocyclyloxy;

(i) optionally substituted heterocyclylalkylamino;

(j) optionally substituted heterocyclylalkylcarbonyl;

(k) -Y-(alkylene)-R^9 where:

Y is a single bond, -O-, -NH- or -$S(O)_n$- (where n is an integer from 0 to 2); and

R^9 is cyano, optionally substituted heteroaryl, -COOH, -COR^{10}, -$COOR^{11}$, -$CONR^{12}R^{13}$, -SO_2R^{14}, -$SO_2NR^{15}R^{16}$, -$NHSO_2R^{17}$ or -$NHSO_2NR^{18}R^{19}$, where R^{10} is optionally substituted heterocycle, R^{11} is alkyl, and R^{12}, R^{13}, R^{14}, R^{15}, R^{16}, R^{17}, R^{18} and R^{19} are, independently of each other, hydrogen, alkyl or heteroalkyl;

(l) -$C(=NR^{20})(NR^{21}R^{22})$ where R^{20}, R^{21} and R^{22} independently represent hydrogen, alkyl or hydroxy, or R^{20} and R^{21} together are -$(CH_2)_n$- where n is 2 or 3 and R^{22} is hydrogen or alkyl;

(m) -$NHC(X)NR^{23}R^{24}$ where X is -O- or -S-, and R^{23} and R^{24} are, independently of each other, hydrogen, alkyl or heteroalkyl;

(n) -$CONR^{25}R^{26}$ where R^{25} and R^{26} independently represent hydrogen, alkyl, heteroalkyl or optionally substituted heterocyclylalkyl, or R^{25} and R^{26} together with the nitrogen to which they are attached form an optionally substituted heterocyclyl ring;

(o) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;

(p) arylaminoalkylene or heteroarylaminoalkylene;

(q) Z-alkylene-$NR^{30}R^{31}$ or Z-alkylene-OR^{32} where Z is -O-, and R^{30}, $R^{31}$and R^{32} are independently of each other, hydrogen, alkyl or heteroalkyl;

(r) -OC(O)-alkylene-CO_2H or -OC(O)-NR'R" (where R' and R" are independently hydrogen or alkyl); and

(s) heteroarylalkenylene or heteroarylalkynylene;

R^4 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl;

(d) alkoxy; and

(e) hydroxy;

R^5 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl;

(d) haloalkyl;

(e) thioalkyl;

(f) hydroxy;

(g) amino;

(h) alkylamino;

(i) dialkylamino;

(j) heteroalkyl;

(k) optionally substituted heterocycle;

(l) optionally substituted heterocyclylalkyl;

(m) optionally substituted heterocyclylalkoxy;

(n) alkylsulfonyl;

(o) aminosulfonyl, mono-alkylaminosulfonyl or di-alkylaminosulfonyl;

(p) heteroalkoxy; and

(q) carboxy;

R^6 is selected from the group consisting of:

(a) hydrogen;

(b) halo;

(c) alkyl; and

(d) alkoxy; and

prodrugs, individual isomers, mixtures of isomers and pharmaceutically acceptable salts thereof.

2. (Amended Herein) The compound of Claim 1 wherein R^3 is:

(a) optionally substituted heterocyclyl;

(b) aryl or heteroaryl both optionally substituted with a substituent selected from halo, alkyl, amino, alkoxy, carboxy, lower alkoxy carbonyl, SO_2R' (where R' is alkyl) or $SO_2NHR'R''$ (where R' and R" are independently hydrogen or alkyl);

(c) heteroalkenyl;

(d) heteroalkylamino;

(e) optionally substituted heterocyclylalkyl or heterocyclyloxy;

(f) optionally substituted heterocyclylalkenyl;

(g) optionally substituted heterocyclylalkynyl;

(h) optionally substituted heterocyclylalkoxy;

(i) optionally substituted heterocyclylalkylamino;

(j) optionally substituted heterocyclylalkylcarbonyl;

(k) -Y-(alkylene)-R^9 where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, $-CONR^{12}R^{13}$, SO_2R^{14}, $-SO_2NR^{15}R^{16}$ $-NHSO_2R^{17}$ or $-NHSO_2NR^{18}R^{19}$ where R^{12}, R^{13}, R^{14}, R^{15}, R^{16} R^{17}, R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl;

(l) cycloalkylalkyl, cycloalkylalkynyl and cycloalkylalkynyl, all optionally substituted with alkyl, halo, hydroxy or amino;

(m) arylaminoalkylene or heteroarylaminoalkylene; or

(n) Z-alkylene-$NR^{30}R^{31}$ where Z is -O-, and R^{30} and R^{31} are independently of each other, hydrogen, alkyl or heteroalkyl.

3. The compound of Claim 2 wherein R^1 and R^2 are hydrogen; and B is phenyl.

4. The compound of Claim 3 wherein A is phenyl.

5. The compound of Claim 4 wherein R^4 is hydrogen; and R^5 is halo or alkyl.

6. The compound of Claim 5 wherein R^5 is chloro, fluoro or methyl; and R^6 is hydrogen, chloro, fluoro, methyl or methoxy.

7. The compound of Claim 5, wherein R^3 is optionally substituted heteroaryl.

8. The compound of Claim 7, wherein R^3 is pyridin-2-yl, pyridin-3-yl, pyridin-4-yl, N-oxidopyridin-2-yl, N-oxidopyridin-3-yl, N-oxidopyridin-4-yl or pyridon-2-yl, all optionally substituted.

9. The compound of Claim 8, wherein R^3 is at the 3-position.

10. The compound of Claim 9, wherein R^5 is 4-F and R^6 is hydrogen.

11. The compound of Claim 9, wherein R^5 is 2-Me and R^6 is hydrogen.

12. The compound of Claim 5, wherein R^3 is optionally substituted phenyl.

13. The compound of Claim 12, wherein R^3 is 3-sulfamoylphenyl, 3-methylsulfonylphenyl, 3-carboxyphenyl or 3-ethoxycarbonylphenyl.

14. The compound of Claim 13, wherein R^3 is at the 3-position.

15. The compound of Claim 14, wherein R^5 is 4-F and R^6 is hydrogen.

16. (Amended Herein) The compound of Claim 5, wherein R^3 is:

(a) heteroalkylamino;

(b) optionally substituted heterocyclylalkyl;

(c) optionally substituted heterocyclylalkoxy;

(d) optionally substituted heterocyclylalkylamino;

(e) -Y-(alkylene)-R^9 where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, -$CONR^{12}R^{13}$, SO_2R^{14}, -$SO_2NR^{15}R^{16}$ -$NHSO_2R^{17}$ or -$NHSO_2NR^{18}R^{19}$ where R^{12}, R^{13}, R^{14}, R^{15}, R^{16} R^{17}, R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl; or

(f) Z-alkylene-$NR^{30}R^{31}$ where Z is -O-, and R^{30} and R^{31} are independently of each other, hydrogen, alkyl or heteroalkyl.

19. (Amended Herein) The compound of Claim 16, wherein R^5 is 2-F and R^6 is 4-F.

20. (Amended Herein) The compound of Claim 16, wherein R^5 is 4-F and R^6 is hydrogen.

21. (Amended Herein) The compound of Claim 16, wherein R^5 is 2-Me and R^6 is hydrogen.

22. (Amended Herein) The compound of Claim 16, wherein R^3 is heteroalkylamino.

23. (Amended Herein) The compound of Claim 22, wherein R^3 is at the 3-position and is selected from the group consisting of 2-dimethylaminoethylamino and 3-dimethylaminopropylamino.

24. The compound of Claim 23 wherein R^5 is 4-F or 2-Me and R^6 is hydrogen.

25. The compound of Claim 16, wherein R^3 is optionally substituted heterocyclylalkyl, optionally substituted heterocyclylalkoxy or optionally substituted heterocyclylalkylamino.

26. The compound of Claim 25, wherein R^3 is at the 3-position and is selected from the group consisting of 3-(morpholin-4-yl)propoxy, 2-(morpholin-4-yl)ethoxy, 2-(2-oxo-pyrrolidin-1-yl)ethoxy, 3-(morpholin-4-yl)propyl, 2-(morpholin-4-yl)ethyl,4-(morpholin-4-yl)butyl, 3-(morpholin-4-yl)propylamino, 2-(morpholin-4-yl)ethylamino, 4-hydroxypiperidinylmethyl, 2-(S,S-dioxo-thiamorpholin-4-yl)ethyl, 3-(S,S-dioxo-thiamorpholin-4-yl)propyl and N-methylpiperazinylmethyl.

27. The compound of Claim 26 wherein R^5 is 4-F or 2-Me and R^6 is hydrogen.

28. The compound of Claim 16 wherein R^3 is -Y-(alkylene)-R^9 where Y is a single bond, -O- or -NH- and R^9 is optionally substituted heteroaryl, -$CONR^{12}R^{13}$, SO_2R^{14}, -$SO_2NR^{15}R^{16}$ -$NHSO_2R^{17}$ or -$NHSO_2NR^{18}R^{19}$ where R^{12}, R^{13}, R^{14}, R^{15}, R^{16} R^{17}, R^{18} and R^{19} are independently of each other hydrogen, alkyl or heteroalkyl.

29. The compound of Claim 28, wherein Y is a single bond and R^9 is SO_2R^{14} or -$SO_2NR^{15}R^{16}$.

30. The compound of Claim 29 wherein R^3 is methylsulfonylethyl or sulfamoylethyl.

31. The compound of Claim 30 wherein R^5 is 4-F or 2-Me and R^6 is hydrogen.

32. A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1 and a pharmaceutically acceptable excipient.